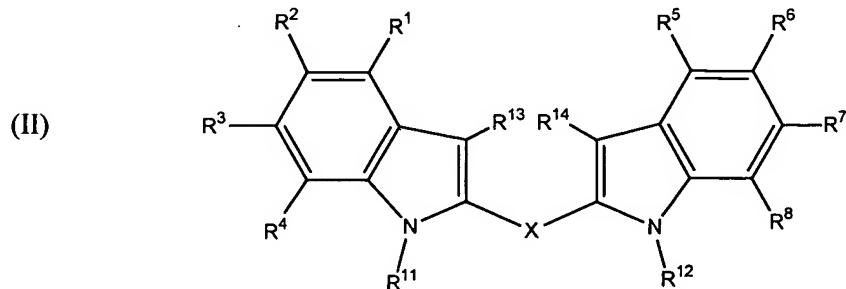


This listing of the claims will replace all prior versions, and listings, of claims in the application:

**LISTING OF THE CLAIMS**

**Claims 1-13 (canceled).**

**14. (original) A compound having the structure of formula (II)**



wherein:

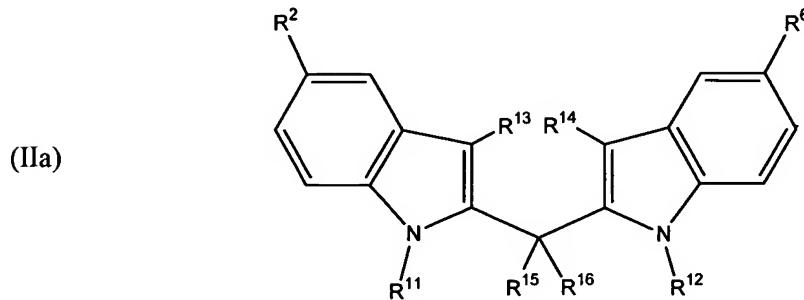
$R^1$ ,  $R^2$ ,  $R^3$ ,  $R^4$ ,  $R^5$ ,  $R^6$ ,  $R^7$ , and  $R^8$  are independently selected from the group consisting of hydrogen,  $C_1$ - $C_{24}$  alkyl,  $C_2$ - $C_{24}$  alkenyl,  $C_2$ - $C_{24}$  alkynyl,  $C_5$ - $C_{20}$  aryl,  $C_6$ - $C_{24}$  alkaryl,  $C_6$ - $C_{24}$  aralkyl, halo, hydroxyl, sulfhydryl,  $C_1$ - $C_{24}$  alkoxy,  $C_2$ - $C_{24}$  alkenyloxy,  $C_2$ - $C_{24}$  alkynyoxy,  $C_5$ - $C_{20}$  aryloxy, acyl, acyloxy,  $C_2$ - $C_{24}$  alkoxy carbonyl,  $C_6$ - $C_{20}$  aryloxycarbonyl, halocarbonyl,  $C_2$ - $C_{24}$  alkylcarbonato,  $C_6$ - $C_{20}$  arylcarbonato, carboxy, carboxylato, carbamoyl, mono-( $C_1$ - $C_{24}$  alkyl)-substituted carbamoyl, di-( $C_1$ - $C_{24}$  alkyl)-substituted carbamoyl, mono-substituted arylcarbamoyl, thiocarbamoyl, carbamido, cyano, isocyano, cyanato, isocyanato, isothiocyanato, azido, formyl, thioformyl, amino, mono- and di-( $C_1$ - $C_{24}$  alkyl)-substituted amino, mono- and di-( $C_5$ - $C_{20}$  aryl)-substituted amino,  $C_2$ - $C_{24}$  alkylamido,  $C_5$ - $C_{20}$  arylamido, imino, alkylimino, arylimino, nitro, nitroso, sulfo, sulfonato,  $C_1$ - $C_{24}$  alkylsulfanyl, arylsulfanyl,  $C_1$ - $C_{24}$  alkylsulfinyl,  $C_5$ - $C_{20}$  arylsulfinyl,  $C_1$ - $C_{24}$  alkylsulfonyl,  $C_5$ - $C_{20}$  arylsulfonyl, phosphono, phosphonato, phosphinato, phospho, phosphino, and combinations thereof, and further wherein any two adjacent (*ortho*) substituents may be linked to form a cyclic structure selected from five-membered rings, six-membered rings, and fused five-membered and/or six-membered rings, wherein the cyclic structure is aromatic, alicyclic, heteroaromatic, or heteroalicyclic, and has zero to 4 non-hydrogen substituents and zero to 3 heteroatoms, with the proviso that one but not both of  $R^2$  and  $R^6$  can be amino, mono-substituted amino, or di-substituted amino;

$R^{11}$  and  $R^{12}$  are independently selected from the group consisting of hydrogen,  $C_1$ - $C_{24}$  alkyl,  $C_2$ - $C_{24}$  alkoxy carbonyl, amino-substituted  $C_1$ - $C_{24}$  alkyl, ( $C_1$ - $C_{24}$  alkylamino)-substituted  $C_1$ - $C_{24}$  alkyl, and di-( $C_1$ - $C_{24}$  alkyl)amino-substituted  $C_1$ - $C_{24}$  alkyl;

R<sup>13</sup> and R<sup>14</sup> are defined as for R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup>, R<sup>4</sup>, R<sup>5</sup>, R<sup>6</sup>, R<sup>7</sup>, and R<sup>8</sup>, with the proviso that at least one of R<sup>13</sup> and R<sup>14</sup> is other than hydrogen; and

X is O, S, arylene, heteroarylene, CR<sup>15</sup>R<sup>16</sup> or NR<sup>17</sup> wherein R<sup>15</sup> and R<sup>16</sup> are hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, or together form =CR<sup>18</sup>R<sup>19</sup> where R<sup>18</sup> and R<sup>19</sup> are hydrogen or C<sub>1</sub>-C<sub>6</sub> alkyl, and R<sup>17</sup> is as defined for R<sup>11</sup> and R<sup>12</sup>.

**15. (original)** The compound of claim 14, wherein R<sup>1</sup>, R<sup>3</sup>, R<sup>4</sup>, R<sup>5</sup>, R<sup>7</sup>, and R<sup>8</sup> are hydrogen, and X is CR<sup>15</sup>R<sup>16</sup>, such that the compound has the structure of formula (IIa)



**16. (original)** The compound of claim 15, wherein R<sup>2</sup> and R<sup>6</sup> are independently selected from the group consisting of hydrogen, halo, hydroxyl, sulfhydryl, C<sub>1</sub>-C<sub>12</sub> alkyl, C<sub>2</sub>-C<sub>12</sub> alkenyl, C<sub>1</sub>-C<sub>12</sub> alkoxy, C<sub>5</sub>-C<sub>20</sub> aryloxy, C<sub>2</sub>-C<sub>12</sub> alkylcarbonyl, C<sub>6</sub>-C<sub>20</sub> arylcarbonyl, C<sub>2</sub>-C<sub>12</sub> acyloxy, C<sub>2</sub>-C<sub>12</sub> alkoxy carbonyl, C<sub>6</sub>-C<sub>20</sub> aryloxycarbonyl, C<sub>2</sub>-C<sub>12</sub> alkylcarbonato, carboxy, carbamoyl, mono-(C<sub>1</sub>-C<sub>12</sub> alkyl)-substituted carbamoyl, di-(C<sub>1</sub>-C<sub>12</sub> alkyl)-substituted carbamoyl, amino, mono- and di-(C<sub>1</sub>-C<sub>12</sub> alkyl)-substituted amino, C<sub>2</sub>-C<sub>12</sub> alkylamido, C<sub>1</sub>-C<sub>12</sub> alkylsulfanyl, C<sub>1</sub>-C<sub>12</sub> alkylsulfinyl, and C<sub>1</sub>-C<sub>12</sub> alkylsulfonyl.

**17. (original)** The compound of claim 16, wherein R<sup>2</sup> and R<sup>6</sup> are independently selected from the group consisting of halo, C<sub>1</sub>-C<sub>12</sub> alkyl, C<sub>1</sub>-C<sub>12</sub> alkoxy, C<sub>2</sub>-C<sub>12</sub> alkoxy carbonyl, C<sub>2</sub>-C<sub>12</sub> alkylcarbonato, carbamoyl, mono-(C<sub>1</sub>-C<sub>12</sub> alkyl)-substituted carbamoyl, di-(C<sub>1</sub>-C<sub>12</sub> alkyl)-substituted carbamoyl, C<sub>1</sub>-C<sub>12</sub> alkylsulfanyl, C<sub>1</sub>-C<sub>12</sub> alkylsulfinyl, and C<sub>1</sub>-C<sub>12</sub> alkylsulfonyl.

**18. (original)** The compound of claim 17, wherein at least one of R<sup>2</sup> and R<sup>6</sup> is C<sub>2</sub>-C<sub>12</sub> alkoxy carbonyl or C<sub>2</sub>-C<sub>12</sub> alkylcarbonato.

**19. (original)** The compound of claim 15, wherein R<sup>11</sup> and R<sup>12</sup> are independently selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>12</sub> alkyl, C<sub>2</sub>-C<sub>12</sub> alkoxy carbonyl, amino-substituted C<sub>1</sub>-C<sub>12</sub> alkyl, (C<sub>1</sub>-C<sub>12</sub> alkylamino)-substituted C<sub>1</sub>-C<sub>12</sub> alkyl, and di-(C<sub>1</sub>-C<sub>12</sub> alkyl)amino-substituted C<sub>1</sub>-C<sub>12</sub> alkyl.

**20. (original)** The compound of claim 15, wherein R<sup>13</sup> and R<sup>14</sup> are independently selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>12</sub> alkyl, C<sub>1</sub>-C<sub>12</sub> alkoxy, and C<sub>2</sub>-C<sub>12</sub> alkoxycarbonyl.

**21. (original)** The compound of claim 15, wherein R<sup>15</sup> and R<sup>16</sup> are independently selected from hydrogen and C<sub>1</sub>-C<sub>12</sub> alkyl, or together form =CR<sup>18</sup>R<sup>19</sup> where R<sup>18</sup> and R<sup>19</sup> are hydrogen or C<sub>1</sub>-C<sub>6</sub> alkyl.

**22. (original)** The compound of claim 15, wherein:

R<sup>2</sup> and R<sup>6</sup> are independently selected from hydrogen and C<sub>2</sub>-C<sub>6</sub> alkoxycarbonyl;

R<sup>11</sup> and R<sup>12</sup> are independently selected from hydrogen and C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>13</sup> and R<sup>14</sup> are independently selected from hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, and C<sub>2</sub>-C<sub>6</sub> alkoxycarbonyl; and

R<sup>15</sup> and R<sup>16</sup> are independently selected from hydrogen and C<sub>1</sub>-C<sub>6</sub> alkyl, or together form =CH<sub>2</sub>.

**23. (original)** The compound of claim 22, wherein:

R<sup>2</sup> and R<sup>6</sup> are independently selected from hydrogen and ethoxycarbonyl;

R<sup>11</sup> and R<sup>12</sup> are hydrogen;

R<sup>13</sup> and R<sup>14</sup> are independently selected from hydrogen, methyl, and ethoxycarbonyl; and

R<sup>15</sup> and R<sup>16</sup> are hydrogen.

**24. (original)** The compound of claim 23, wherein R<sup>2</sup> and R<sup>6</sup> are ethoxycarbonyl.

#### **Claims 25-53 (canceled)**

**54. (currently amended)** A pharmaceutical composition comprising the compound of any one of claims 14 [,.] and 15 ~~, 25, 26, 36, and 37~~ in combination with a pharmaceutically acceptable carrier.

**55. (original)** The composition of claim 54, wherein the pharmaceutically acceptable carrier is suitable for oral administration and the composition comprises an oral dosage form.

**56. (original)** The composition of claim 55, wherein the oral dosage form is a tablet.

**57. (original)** The composition of claim 55, wherein the oral dosage form is a capsule.

**58. (original)** The composition of claim 54, wherein the pharmaceutically acceptable carrier is suitable for parenteral administration and the composition comprises a parenterally administrable formulation.

**Claims 59 - 84 (canceled).**

**85. (currently amended)** A method for preventing or treating cancer in a mammalian individual, comprising administering to the individual a therapeutically effective amount of the compound of any one of claims 14 [[,] and 15, 25, 26, 36, and 37.

**86. (original)** The method of claim 85, wherein the cancer is an estrogen-dependent cancer.

**87. (original)** The method of claim 86, wherein the cancer is of the breast, cervix, uterus, ovaries, or endometrium.

**88. (original)** The method of claim 87, wherein the cancer is breast cancer.

**89. (original)** The method of claim 87, wherein the cancer is ovarian cancer.

**90. (original)** The method of claim 86, wherein the cancer is metastasized.

**91. (original)** The method of claim 86, wherein the cancer is a drug-resistant cancer.

**92. (original)** The method of claim 91, wherein the cancer exhibits multiple drug resistance.

**93. (original)** The method of claim 85, wherein the cancer is a non-estrogen-dependent cancer.

**94. (original)** The method of claim 93, wherein the cancer is of the prostate, liver, lung, colon or pancreas.

**95. (original)** The method of claim 93, wherein the cancer is metastasized.

**96. (original)** The method of claim 93, wherein the cancer is a drug-resistant cancer.

**97. (original)** The method of claim 96, wherein the cancer exhibits multiple drug resistance.

**Claims 98 - 99 (canceled).**

**100. (currently amended)** A method for treating an individual predisposed to or suffering from an estrogen-related condition, disease or disorder other than an estrogen-dependent cancer, comprising administering to the individual a therapeutically effective amount of the compound of any one of claims 14 [[,] and 15, 25, 26, 36, and 37.

**Claims 101 - 102 (canceled).**

**103. (currently amended)** A method for treating an individual predisposed to or suffering from a viral infection, comprising administering to the individual a therapeutically effective amount of the compound of any one of claims 14 [,:] and 15, 25, 26, 36, and 37.

**Claims 104 - 109 (canceled).**

**110. (original)** The method of claim 103, wherein the viral infection is caused by a DNA virus.

**111. (original)** The method of claim 110, wherein the DNA virus is human papillomavirus.

**112. (original)** The method of claim 110, wherein the viral infection is a retroviral infection.

**Claims 113 - 123 (canceled).**